UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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    In re   :   Chapter 11
                                                            :
  DELPHI CORPORATION, et al.,   :   Case No. 05-44481 (RDD)
                                                            :
                    Debtors.   :   (Jointly Administered)
                                                            :
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ORDER UNDER 11 U.S.C. §§ 363(b), 365(a), AND 365(d) AND   FED.
R. BANKR. P. 6004 AND 6006 AUTHORIZING DEBTORS TO   (A) ENTER
INTO AND ASSIGN PURCHASE AGREEMENT (B) ENTER INTO LEASE
AGREEMENT AND (C) REJECT CERTAIN UNEXPIRED   LEASES OF
NONRESIDENTIAL REAL PROPERTY

("LEASE TRANSACTION ORDER")

Upon the motion, dated March 2, 2007 (the "Motion"), of Delphi

Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and

debtors-in-possession in the above-captioned cases (each, a "Debtor"), for an order under

11 U.S.C. §§ 363(b), 365(a), and 365(d) and Fed. R. Bankr. P. 6004 and 6006 authorizing,

but not directing, Delphi Automotive Systems LLC ("DAS LLC ") to (a) enter into an

agreement for the purchase and sale of certain real property (the "Purchase Agreement"), (b)

enter into certain other agreements which relate to the Purchase Agreement and the

transactions contemplated by the Purchase Agreement (collectively, the "Lease

Transaction"), including a lease agreement (the "Lease"), an agreement to assign the

Purchase Agreement (the "Assignment Agreement"), a sublease agreement (the

"Sublease"), and an escrow agreement (the "Escrow Agreement"), and (c) reject two leases

of nonresidential real property; and the Court having reviewed the Objection of Milwaukee

Investment Company (Docket No. 7207), which was subsequently withdrawn (Docket No.

____); and upon the record of the hearing held on the Motion; and this Court having

determined that the relief requested in the Motion is in the best interests of the Debtors,

their estates, their creditors, and other parties-in-interest; and it appearing that proper and

adequate notice of the Motion has been given and that no other or further notice is

necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is

hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1.   The Motion is GRANTED.

2.   DAS LLC is authorized, but not directed, to enter into and perform

under all of the agreements necessary to effectuate the Lease Transaction, including the

Purchase Agreement, the Lease, the Assignment Agreement, the Sublease, and the Escrow

Agreement, copies of which are attached to the Motion as Exhibits A, B, C, D, and E,

respectively.

3.   The Debtors are authorized to reject the Shelby Lease (as defined in

the Motion) and the Downers Grove Lease (as defined in the Motion). The effective date

for the rejection of the Shelby Lease shall be September 30, 2007 and the effective date for

the rejection of the Downers Grove Lease shall be November 30, 2007, provided, however,

that the Debtors may reject the Shelby Lease effective as of August 31, 2007 and the

Downers Grove Lease effective as of October 31, 2007, in either case2007 upon ten days'

prior written notice to the respective lessorslessor of those premises.

4.   The rejection of the Shelby Lease and the Downers Grove Lease

shall otherwise be governed by the Order Under 11 U.S.C. §§ 365(a) and 554 and Fed. R.

Bankr. P. 6006 Approving Procedures For Rejecting Unexpired Real Property Leases and

2   DeltaView comparison of pcdocs://chisr01a/535868/5 and
pcdocs://chisr01a/535868/6. Performed on 3/20/2007.

Authorizing Debtors to Abandon Certain Furniture, Fixture, and Equipment (the "Lease

Rejection Procedures Order"), entered January 6, 2006 (Docket No. 1776).

        5.   This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this Order.

        6.   The requirement under Rule 9013-1(b) of the Local Bankruptcy

Rules for the United States Bankruptcy Court for the Southern District of New York for

the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
        March __, 2007

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   UNITED STATES BANKRUPTCY JUDGE

3   DeltaView comparison of pcdocs://chisr01a/535868/5 and
pcdocs://chisr01a/535868/6. Performed on 3/20/2007.

Document comparison done by DeltaView on Tuesday, March 20, 2007 11:08:03 AM

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Document 2	pcdocs://chisr01a/535868/6
Rendering set	Option 3a strikethrough double score no moves

Legend:
Insertion
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Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	3
Deletions	8
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	11

4   DeltaView comparison of pcdocs://chisr01a/535868/5 and pcdocs://chisr01a/535868/6. Performed on 3/20/2007.